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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X		

**JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 8392
(MOTOROLA, INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and Motorola, Inc. ("Motorola") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 8392 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed

voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, Motorola filed proof of claim number 8392 against DAS LLC on June 22, 2006, which asserts a secured claim in the amount of \$75,900 (the "Claim"); and

WHEREAS, the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006; and

WHEREAS, on November 21, 2006, Motorola and Temic Automotive of North America, Inc., which is a transferee of certain Motorola claims other than the Claim, filed their Response of Motorola, Inc. and Temic Automotive of North America, Inc. to the Debtors' Third Omnibus Objection to Claims (Docket No. 5651) (the "Response"); and

WHEREAS, on May 7, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, DAS LLC and Motorola entered into a settlement agreement (the "Settlement Agreement"); and

WHEREAS, pursuant to the Settlement Agreement, DAS LLC

acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$72,835 as a general unsecured non-priority claim; and

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Motorola stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$72,835 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC.
2. The Response to the Third Omnibus Claims Objection is hereby withdrawn.
3. The Settlement Agreement does not impact, alter or affect any other proofs of claim that Motorola has filed against the Debtors and relates solely to those matters arising out of or related to the Claim.

Dated: New York, New York
May 8, 2007

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
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New York, New York 10119
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[signatures concluded on following page]

Dated: Chicago, Illinois
May 7, 2007

MOTOROLA, INC.
By its Counsel,
MCDERMOTT WILL & EMERY LLP
By:

/s/ Peter A. Clark
PETER A. CLARK
227 West Monroe Street
Chicago, Illinois 60606
(312) 372-2000

SO ORDERED

This 10th day of May, 2007
in New York, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE